

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	:	Case No. 18-23538 (RDD)
Debtors.¹	:	(Jointly Administered)

**FIRST SUPPLEMENTAL DECLARATION OF STEPHEN B. SELBST IN SUPPORT OF
THE APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SEARS HOLDINGS CORPORATION, *ET AL.* TO RETAIN AND
EMPLOY HERRICK, FEINSTEIN LLP AS SPECIAL CONFLICTS
COUNSEL, EFFECTIVE *NUNC PRO TUNC* TO JANUARY 2, 2019**

Under 28 U.S.C. § 1746, I, Stephen B. Selbst, declare as follows under the penalty of perjury:

1. I am an attorney admitted to practice in the State of New York and before the United States District Court for each of the Southern and Eastern Districts of New York.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. I am a partner of the firm of Herrick, Feinstein LLP ("Herrick Feinstein"). Herrick Feinstein maintains offices at, among other places, Two Park Avenue, New York, New York 10016. There are no disciplinary proceedings pending against me.

3. I respectfully submit this declaration (the "Declaration"), pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure, as a supplement to my declaration, dated February 13, 2019 (the "Original Declaration")² filed in support of the *Application Of The Official Committee Of Unsecured Creditors Of Sears Holdings Corporation, Et Al. To Retain And Employ Herrick, Feinstein LLP As Special Conflicts Counsel, Effective Nunc Pro Tunc To January 2, 2019* dated February 13, 2019 [Dkt. No. 2574] (the "Herrick Retention Application"). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

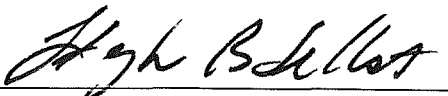
4. This Declaration has been prepared (i) in accordance with paragraph 19 of the Original Declaration, which provides that Herrick Feinstein will supplement the disclosures in the Original Declaration as necessary, and (ii) at the request of the Office of the United States Trustee to supplement its disclosure in the Original Declaration regarding Herrick Feinstein's relationship with the Bank of New York Mellon Trust Company, N.A. ("Bank of New York"), a member of the Creditors' Committee.

5. As noted in paragraph 14 of the Original Declaration, Herrick Feinstein in the past represented Bank of New York in matters wholly unrelated to the Chapter 11 Cases. *See*, Original Declaration at ¶ 14. Specifically, in 2018, Herrick Feinstein represented Bank of New York in one non-bankruptcy matter, wholly unrelated to the Chapter 11 Cases, for which Herrick Feinstein billed Bank of New York at its full 2018 New York rates.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Original Declaration.

6. To the extent any information disclosed herein requires amendment or modification upon Herrick Feinstein's completion of further review or as additional materials, relevant facts or relationships becomes available, Herrick Feinstein will file a further supplemental declaration stating such amended or modified information.

I declare under penalty of perjury that the foregoing is true and correct on this 21st day of February 2019.



Stephen B. Selbst